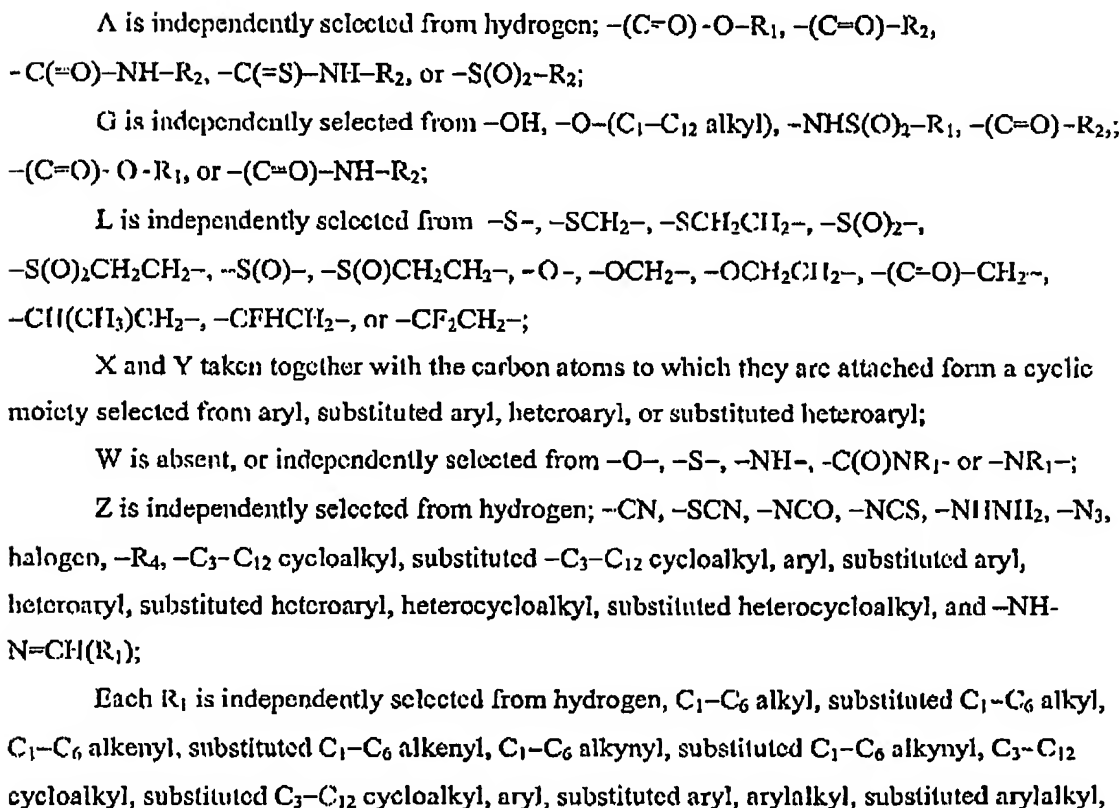


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1. (Currently amended) A compound of Formula I or II:



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heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl;

Each R_2 is independently selected from hydrogen, C_1 - C_6 alkyl, C_1 - C_6 alkyl, substituted C_1 - C_6 alkyl, C_1 - C_6 alkenyl, substituted C_1 - C_6 alkenyl, C_1 - C_6 alkynyl, substituted C_1 - C_6 alkynyl, C_3 - C_{12} cycloalkyl, substituted C_3 - C_{12} cycloalkyl, alkylamino, dialkylamino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl;

Each R_4 is independently selected from:

- (i) $-C_1$ - C_6 alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
- (ii) $-C_2$ - C_6 alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or
- (iii) $-C_2$ - C_6 alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

R_5 and R_6 are each independently selected from hydrogen or methyl;

$j = 0, 1, 2, 3, \text{ or } 4$;

$m = 0, 1, \text{ or } 2$; and

$s = 0, 1 \text{ or } 2$ [1.1];

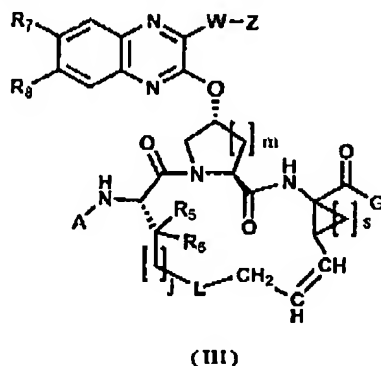
wherein each substituted alkyl, substituted alkenyl, substituted alkynyl, substituted aryl, substituted arylalkyl, substituted heteroaryl, substituted C_3 - C_{12} -cycloalkyl, substituted heterocycloalkyl, and substituted heteroarylalkyl may independently replace one, two or three of the hydrogen atoms thereon with F, Cl, Br, I, OH, NO_2 , CN, C_1 - C_6 -alkyl-OH, $C(O)$ - C_1 - C_6 -alkyl, $OC(H_2)$ - C_3 - C_{12} -cycloalkyl, $C(O)H$, $C(O)$ -aryl, $C(O)$ -heteroaryl, CO_2 -alkyl, CO_2 -aryl, CO_2 -heteroaryl, $CONH_2$, $CONH$ - C_1 - C_6 -alkyl, $CONH$ -aryl, $CONH$ -heteroaryl, $OC(O)$ - C_1 - C_6 -alkyl, $OC(O)$ -aryl, $OC(O)$ -heteroaryl, OCO_2 -alkyl, OCO_2 -aryl, OCO_2 -heteroaryl, $OCONH_2$, $OCONH$ - C_1 - C_6 -alkyl, $OCONH$ -aryl, $OCONH$ -heteroaryl, $NHC(O)H$, $NHC(O)$ - C_1 - C_6 -alkyl, $NHC(O)$ -aryl, $NHC(O)$ -heteroaryl, $NIICO_2$ -alkyl, $NIICO_2$ -aryl, $NIICO_2$ -heteroaryl, $NIICONH_2$, $NHCONH$ -

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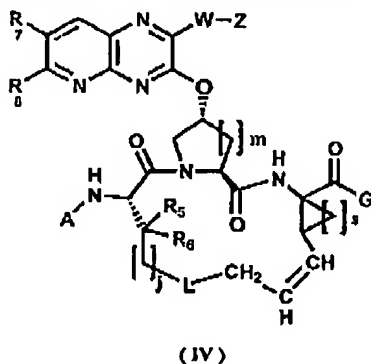
C₁-C₆-alkyl, NIIICONII-aryl, NHCONII-heteroaryl, SO₂-C₁-C₆-alkyl, SO₂-aryl, SO₂-heteroaryl, SO₂NH₂, SO₂NH-C₁-C₆-alkyl, SO₂NH-aryl, SO₂NH-heteroaryl, C₁-C₆-alkyl, C₃-C₁₂-cycloalkyl, CF₃, CH₃CF₃, CHCl₃, CH₃NH₂, CH₃SO₂CH₃, C₁-C₆-alkyl, halo alkyl, C₃-C₁₂-cycloalkyl, substituted C₃-C₁₂-cycloalkyl, aryl, substituted aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, benzyl, benzyloxy, aryloxy, heteroaryloxy, C₁-C₆-alkoxy, methoxymethoxy, methoxyethoxy, amino, benzylamino, arylamino, heteroaryl amino, C₁-C₃-alkylamino, di-C₁-C₃-alkylamino, thio, aryl-thio, heteroarylthio, benzyl-thio, C₁-C₆-alkyl-thio, or methylthiomethyl.

2. (Original) The compound of claim 1, wherein the compound is of Formula III :



wherein R₇ and R₈ are independently selected from R₄ as defined in claim 1.

3. (Original) The compound of claim 1, wherein the compound is of Formula IV:



wherein R₇ and R₈ are independently selected from R₄ as defined in claim 1.

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4. (Original) A compound according to any one of claims 1-3, wherein W is absent and Z is thiophenyl.
5. (Original) A compound according to any one of claims 1-3, wherein W is $-\text{CH}=\text{CH}-$ and Z is thiophenyl.
6. (Original) A compound according to claim 1 which is selected from:
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and $\text{R}_5 = \text{R}_6 =$ hydrogen;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-(formamido)-thiazol-4-yl, j = 3, m = s = 1, and $\text{R}_5 = \text{R}_6 =$ hydrogen;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = ethyl, j = 3, m = s = 1, and $\text{R}_5 = \text{R}_6 =$ hydrogen;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = phenyl, j = 3, m = s = 1, and $\text{R}_5 = \text{R}_6 =$ hydrogen;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 4-methoxyphenyl, j = 3, m = s = 1, and $\text{R}_5 = \text{R}_6 =$ hydrogen;
- Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 4-chlorophenyl, j = 3, m = s = 1, and $\text{R}_5 = \text{R}_6 =$ hydrogen;

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 5-bromothiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-pyrid-3-yl ethylenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 3,4-Dimethoxy-phenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-thiophen-2-yl ethylenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, Z = indole-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1H-indol-3-yl methyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = furan-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1H-benzoimidazol-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1H-imidazol-2-ylmethyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OEt, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = chloro, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, Z = thiophen-3-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-pyrid-3-yl acetylenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2,3-dihydrobenzofuran-5-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -NH-, Z = propargyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -N(ethyl)-, Z = benzyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

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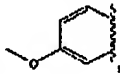
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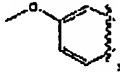
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -NH-, Z = pyrid-3-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

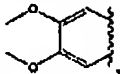
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = tetrazolyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = morpholino, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -O-, Z = thiophen-3-yl-methyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

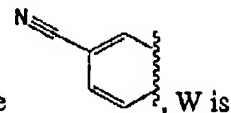
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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

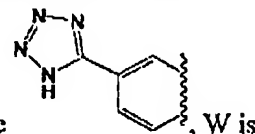
absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

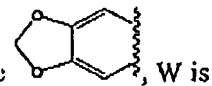
thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

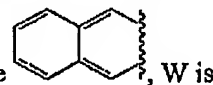
absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

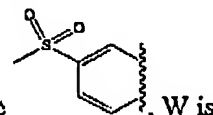
absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



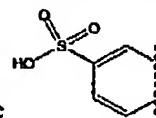
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Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

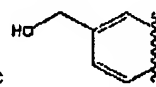


W is

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

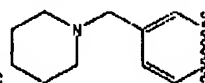


W is

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

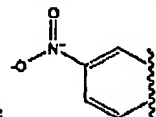


W is

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

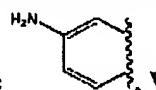


W is

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

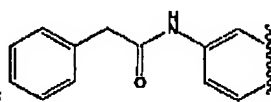


W is

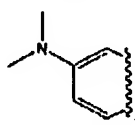
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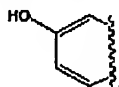
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are ,
 W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

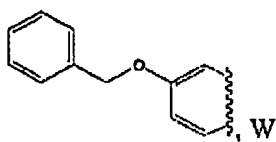
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is
 absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

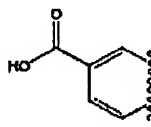
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is absent,
 Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W
 is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

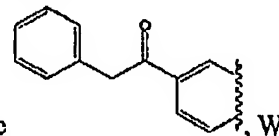
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is
 absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

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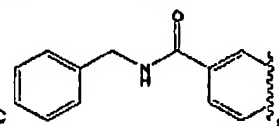
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



together with the carbon atoms to which they are attached are

is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

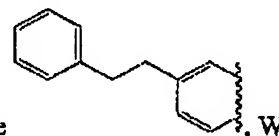
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



together with the carbon atoms to which they are attached are

W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

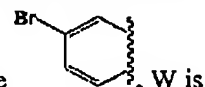
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



together with the carbon atoms to which they are attached are

is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

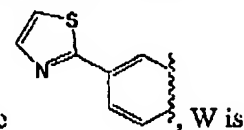
Compound of Formula I, wherein A = tBOC, G = OEt, L = absent, X and Y taken



together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



together with the carbon atoms to which they are attached are

absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

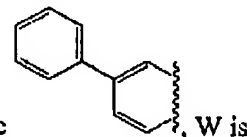
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Compound of Formula I, wherein $A = t\text{BOC}$, $G = \text{OH}$, $L = \text{absent}$, X and Y taken

together with the carbon atoms to which they are attached are

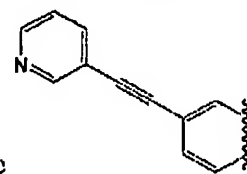
absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;



Compound of Formula I, wherein $A = t\text{BOC}$, $G = \text{OH}$, $L = \text{absent}$, X and Y taken

together with the carbon atoms to which they are attached are

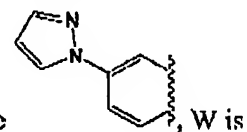
W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, $R_5 = R_6 = \text{hydrogen}$;



Compound of Formula I, wherein $A = t\text{BOC}$, $G = \text{OH}$, $L = \text{absent}$, X and Y taken

together with the carbon atoms to which they are attached are

absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, $R_5 = R_6 = \text{hydrogen}$;




Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 = \text{cyclopentyl}$, $G = \text{OH}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;


Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 = \text{cyclobutyl}$, $G = \text{OH}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

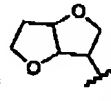
Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 = \text{cyclohexyl}$, $G = \text{OH}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

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Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 =$ , $G = OH$, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 =$ , $G = OH$, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 =$ , $G = OH$, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-R^1$, wherein $R^1 =$ cyclopentyl, $G = OH$, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-NH-R^1$, wherein $R^1 =$ cyclopentyl, $G = OH$, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=S)-NH-R^1$, wherein $R^1 =$ cyclopentyl, $G = OH$, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

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Compound of Formula I, wherein $A = -S(O)_2-R^1$, wherein $R^1 = \text{cyclopentyl}$, $G = \text{OII}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -O\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -\text{NH}\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -\text{NHS(O)}_2\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-\text{OH}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-O\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z = \text{thiophen-2-yl}$, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-\text{NH}\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to

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which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-NH-S(O)_2\text{-benzyl}$, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = \text{tBOC}$, $G = OH$, $L = -(C=O)CH_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = \text{tBOC}$, $G = OH$, $L = -CH(CH_3)CH_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = \text{tBOC}$, $G = OH$, $L = -O-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, $R_5 = \text{methyl}$, and $R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = \text{tBOC}$, $G = OH$, $L = -S-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, $R_5 = \text{methyl}$, and $R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = \text{tBOC}$, $G = OH$, $L = -S(O)-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, $R_5 = \text{methyl}$, and $R_6 = \text{hydrogen}$;

Compound of Formula I, wherein $A = \text{tBOC}$, $G = OH$, $L = -S(O)_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, $R_5 = \text{methyl}$, and $R_6 = \text{hydrogen}$;

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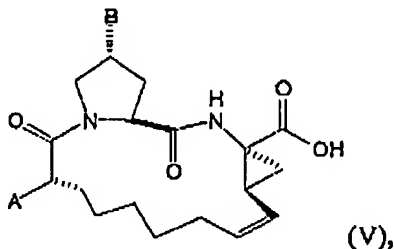
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Compound of Formula I, wherein A = tBOC, G = OH, L = $-\text{SCH}_2\text{CH}_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R₅ = methyl, and R₆ = hydrogen;

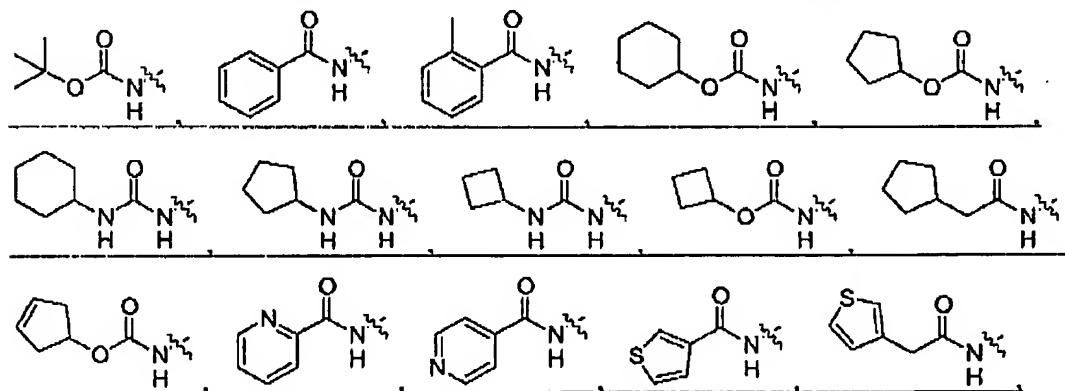
Compound of Formula I, wherein A = tBOC, G = OH, L = $-\text{CF}_2\text{CH}_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen; and

Compound of Formula I, wherein A = tBOC, G = OH, L = $-\text{CHFCH}_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen.

7. (Currently amended) A compound of Formula V:

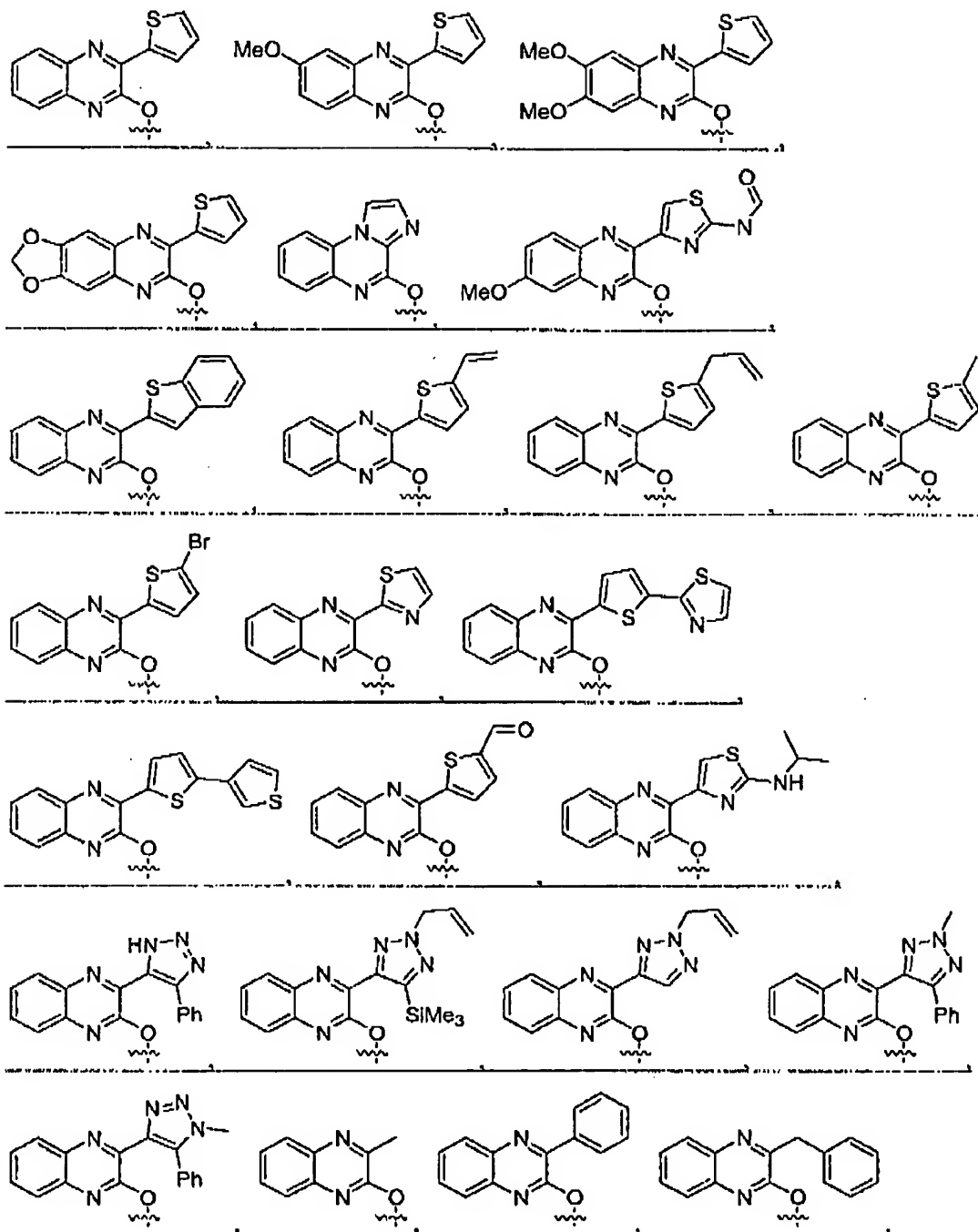


wherein A and B are as defined in the A-Matrix and B-Matrix tables wherein A is selected from:



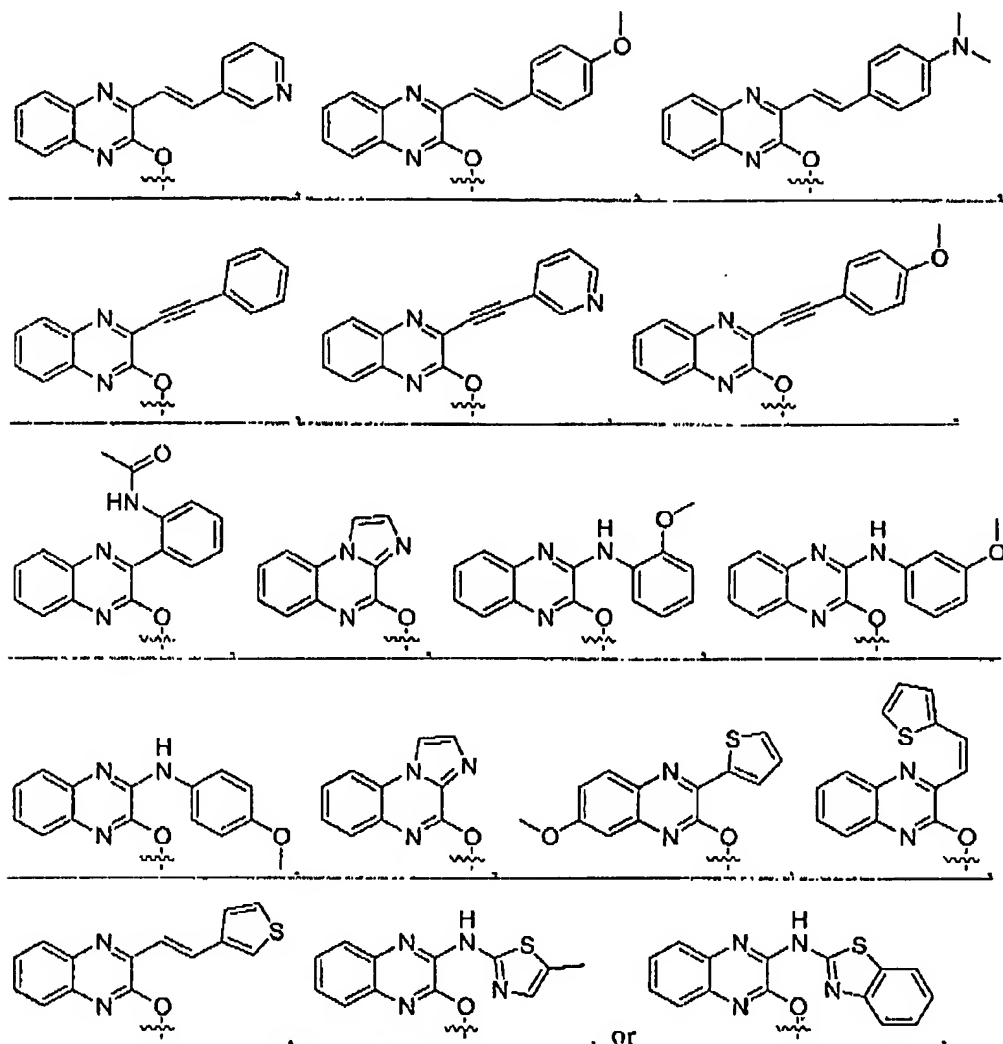
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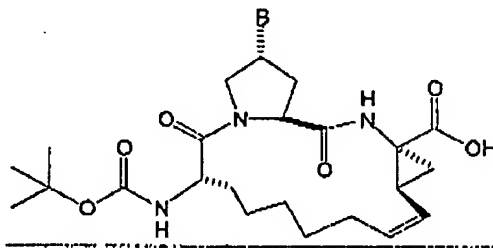


8. (Currently amended) A compound of claim [[8]] 7 selected from compound numbers the following compounds: 101301; 101358; 101306; 101302; 101322; 101311; 101325; 101303; 101304; 101326; 101327; 101330; 101331; 101332; 101335; 101336; 101348; 101340; 101334; 101348; 101359; 101328; 101360; 101361; 101362; 101329; 105301; 123301; 112301; 124301; 109301; 122301; 111301; 114301; 107301; 104301; 101324; 101304; 101355; 101356; 101307; 101357; 101347; 101352; 110301; 101364; 101308; 101309; 128301; 124301; 113301; 143301; 115301; 101367; 101368; 101323; 101317; 108301; 101318; 101319; 101351; 101353; 101349; 118301; 120301; 101333; 101320; 101321;

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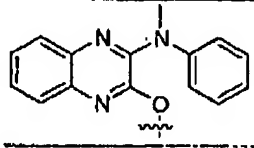
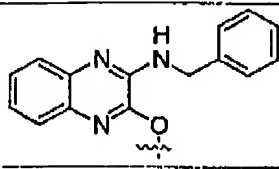
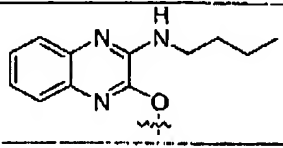
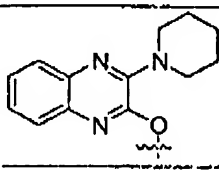
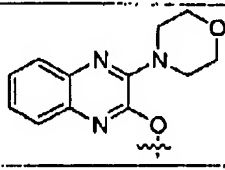
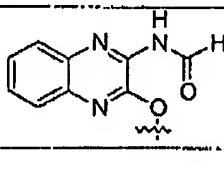
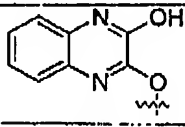
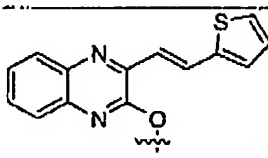
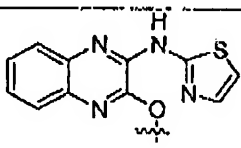
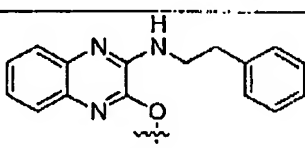
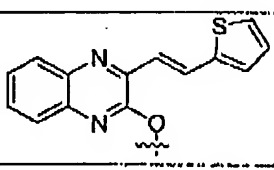
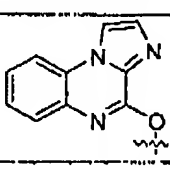
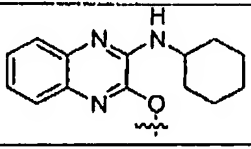
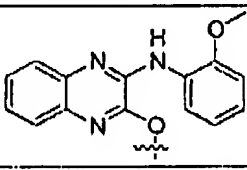
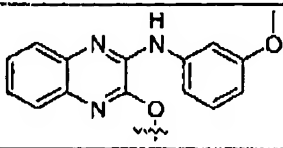
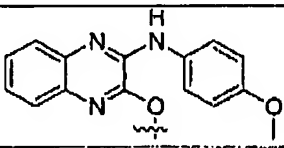
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 135301; 134301; 133301; 131301; 132301; 136301; 101345; 101344; 101342; 105316;
 107316; 101315; 101346; 101337; 116365; or 101338.



Compound	B	Compound	B
101301		101358	
101306		101302	
101322		101311	
101325		101303	

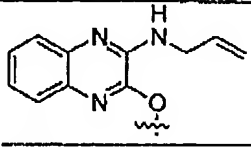
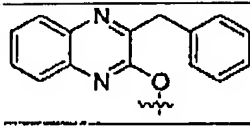
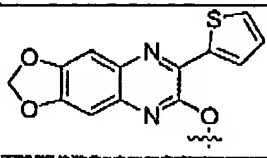
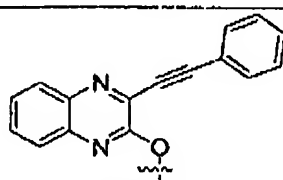
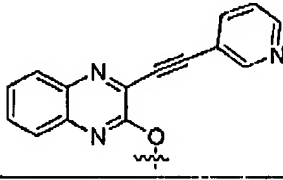
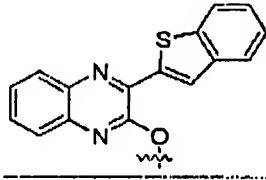
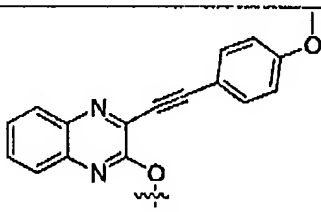
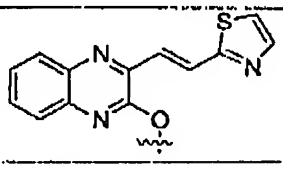
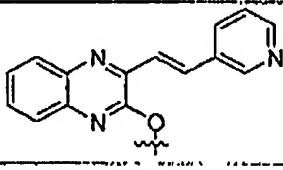
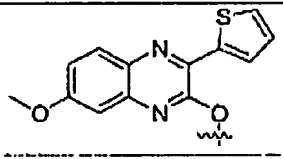
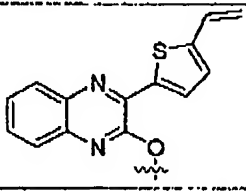
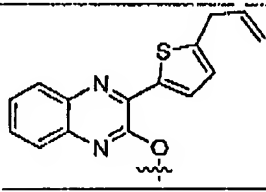
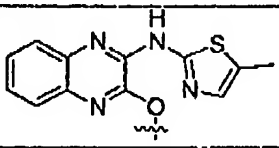
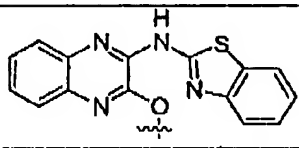
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<u>101326</u>		<u>101327</u>	
<u>101330</u>		<u>101331</u>	
<u>101332</u>		<u>101335</u>	
<u>101336</u>		<u>101348</u>	
<u>101340</u>		<u>101334</u>	
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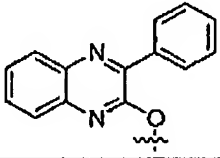
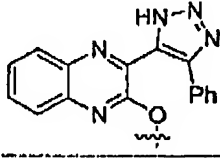
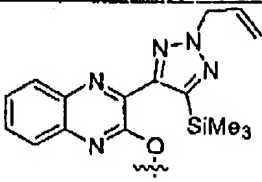
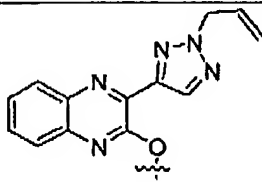
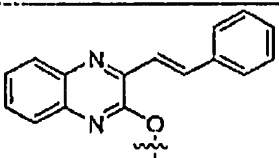
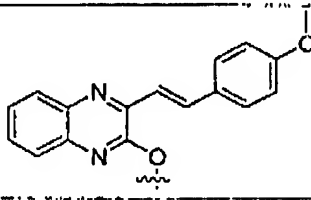
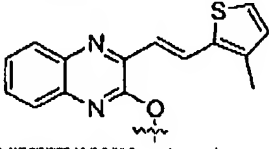
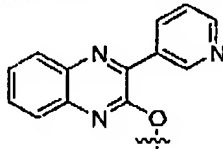
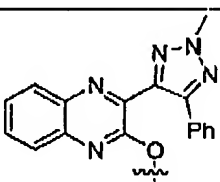
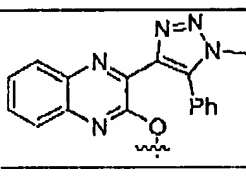
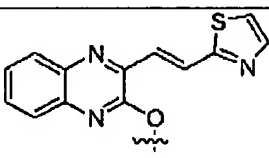
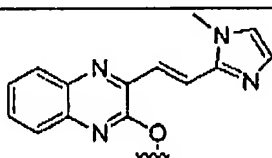
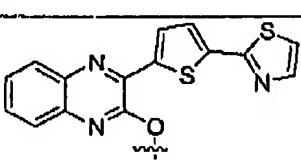
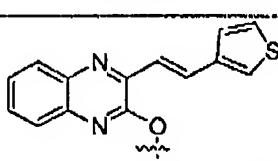
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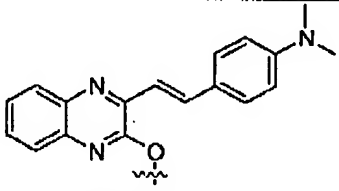
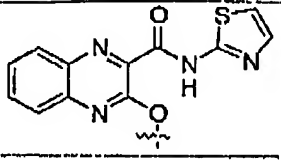
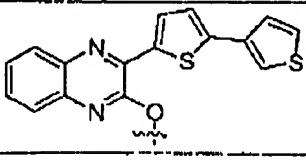
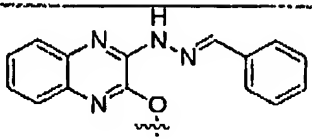
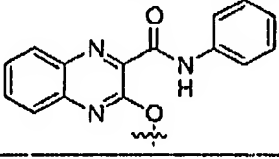
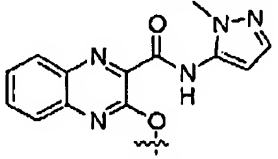
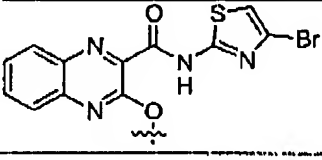
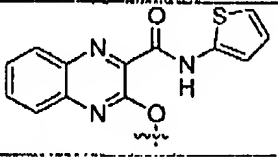
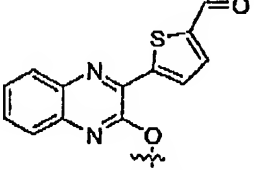
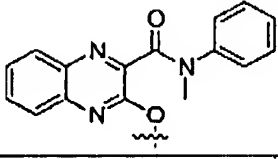
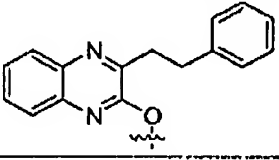
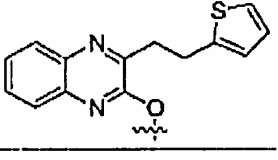
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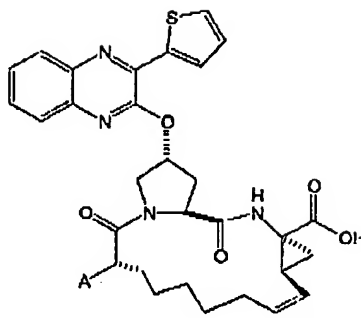
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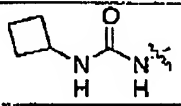
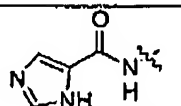
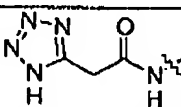
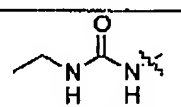
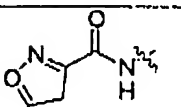
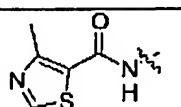
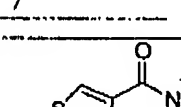
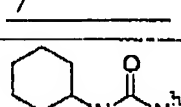
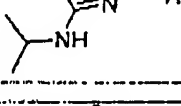
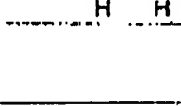
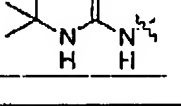
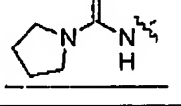
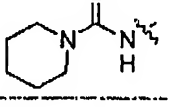
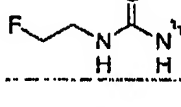
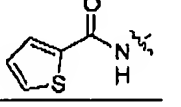
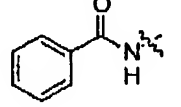
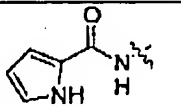
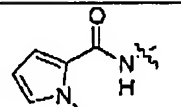
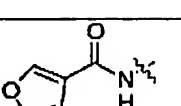
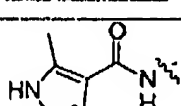
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Compound	Δ	Compound	Δ
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<u>112301</u>		<u>124301</u>	
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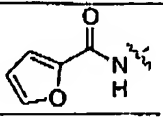
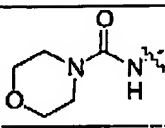
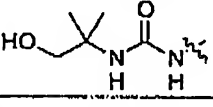
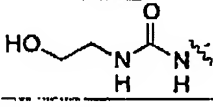
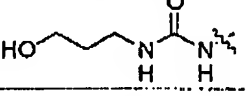
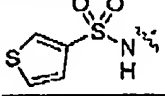
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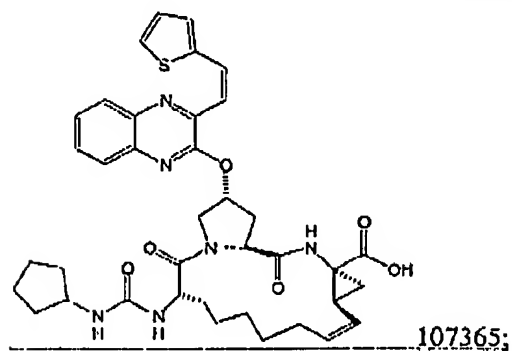
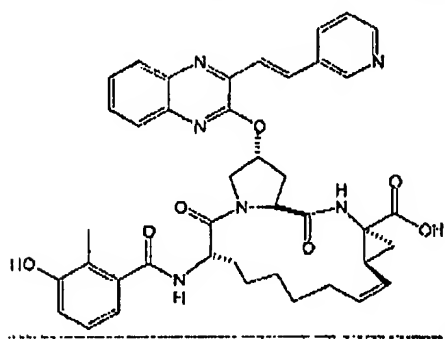
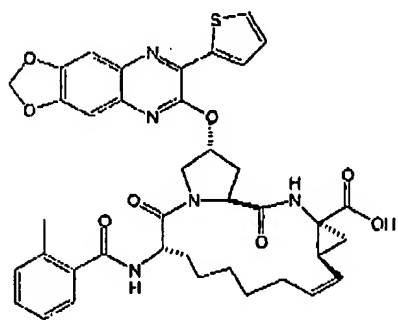
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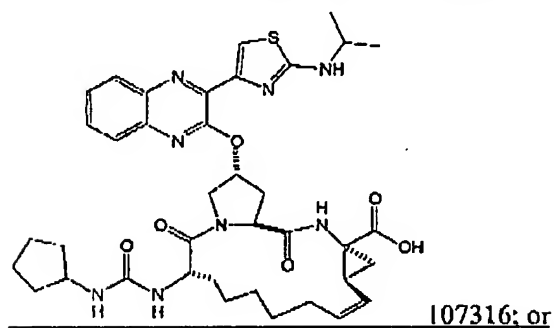
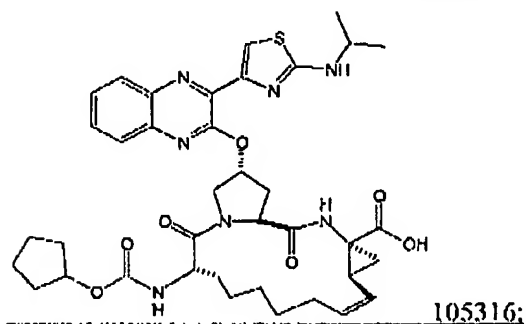
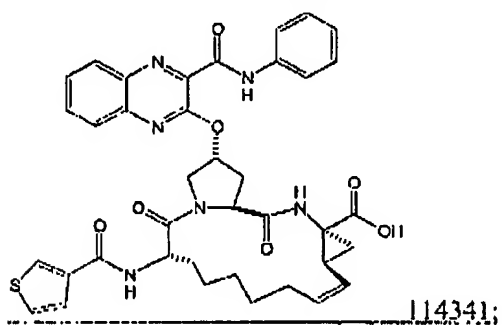
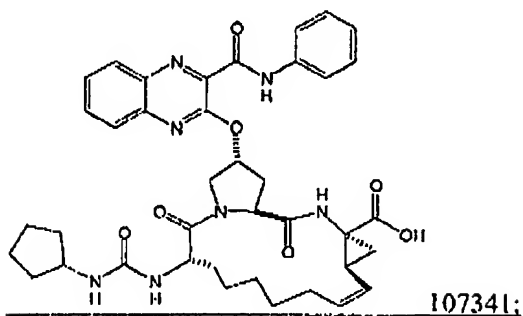
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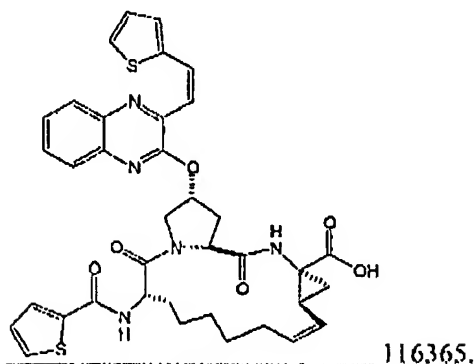
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9. (Original) A pharmaceutical composition comprising an inhibitory amount of a compound according to claim 1 or 7 alone or in combination with a pharmaceutically acceptable carrier or excipient.
10. (Original) A method of treating a hepatitis C viral infection in a subject, comprising administering to the subject an inhibitory amount of a pharmaceutical composition according to claim 9.
11. (Original) A method of inhibiting the replication of hepatitis C virus, the method comprising supplying a hepatitis C viral NS3 protease inhibitory amount of the pharmaceutical composition of claim 9.
12. (Original) The method of claim 10 further comprising administering concurrently an additional anti-hepatitis C virus agent.
13. (Original) The method of claim 12, wherein said additional anti-hepatitis C virus agent is selected from the group consisting of: α -interferon, β -interferon, ribavarin, and adamantine.
14. (Original) The method of claim 12, wherein said additional anti-hepatitis C virus agent is an inhibitor of hepatitis C virus helicase, polymerase, metalloprotease, or IRLIS.

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